

RECORDATION NO. 10769-H FILED

SLOVER & LOFTUS FEB 07 '02
ATTORNEYS AT LAW

1:59 PM

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE
KAREN HASSELL HERREN

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036-3003

SURFACE TRANSPORTATION BOARD

TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

WRITER'S E-MAIL:

abk@sloverandloftus.com

February 7, 2002

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W., Suite 700
Washington, D.C. 20423

Re: Dairyland Power Cooperative;
Recordation of Partial Release of Lien

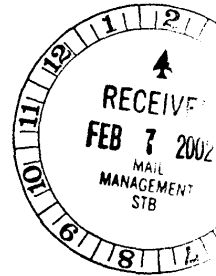
Dear Mr. Williams:

Enclosed for filing and recordation pursuant to 49 U.S.C. § 11301 and the Board's regulations at 49 C.F.R. § 1177, we enclose on behalf of Dairyland Power Cooperative, a Wisconsin cooperative, four original counterparts of the following document.

Partial Release of Lien, dated as of February 4, 2002, made by the United States of America, acting through the Administrator of the Rural Utilities Service ("RUS"), successor to the Rural Electrification Administration, by National Rural Utilities Cooperative Finance Corporation, and by U.S. Bank Trust National Association, formerly named First Trust New York, National Association, as Trustee (collectively, "Mortgagees"), to Dairyland Power Cooperative, Mortgagor.

This Partial Release is a secondary document under 49 C.F.R. § 1177.1(b). The primary document with which this Partial Release is associated is filed under Recordation No. 10769.

The names and addresses of the parties to the aforementioned document are as follows:



The Hon. Vernon A. Williams
February 7, 2002
Page 2

Mortgagor/Debtor:

DAIRYLAND POWER COOPERATIVE
P.O. Box 817
LaCrosse, WI 54602-0817

Mortgagees/Secured Parties:

UNITED STATES OF AMERICA
Rural Utilities Service
Washington, D.C. 20250-1500

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION
Woodland Park
2201 Cooperative Way
Herndon, VA 20171-3025

U.S. BANK TRUST NATIONAL ASSOCIATION, as Trustee,
formerly named
FIRST TRUST OF NEW YORK, NATIONAL ASSOCIATION, as
Trustee
100 Wall Street
Suite 1600
New York, NY 10015

Please file and record the documents referred to in
this letter, and index them under the names of the Mortgagor and
Mortgagees.

The equipment covered by this document consists of
forty-three (43) coal unit train cars, more specifically de-
scribed as follows:

Forty-three (43) ACF Coalveyor steel gondola
coal cars of 4,240 cubic foot, 105-ton nominal
capacity, built in 1979, and bearing the follow-
ing reporting marks:

The Hon. Vernon A. Williams
February 7, 2002
Page 3

DAPX 6	DAPX 54	DAPX 118	DAPX 199
DAPX 20	DAPX 57	DAPX 120	DAPX 211
DAPX 21	DAPX 65	DAPX 124	DAPX 217
DAPX 24	DAPX 66	DAPX 126	DAPX 222
DAPX 26	DAPX 71	DAPX 131	DAPX 228
DAPX 31	DAPX 92	DAPX 141	DAPX 230
DAPX 43	DAPX 103	DAPX 148	DAPX 234
DAPX 44	DAPX 104	DAPX 164	DAPX 235
DAPX 45	DAPX 107	DAPX 171	DAPX 236
DAPX 48	DAPX 110	DAPX 175	DAPX 238
DAPX 52	DAPX 113	DAPX 194	

The A.A.R. designation of the cars is J312
(GT).

The short summary of this document for indexing purposes is:

Partial Release of Lien relating to the Supplemental Mortgage and Security Agreement dated as of July 15, 1977, as supplemented, with Recordation No. 10769, and covering forty-three (43) coal unit train cars.

Enclosed is a check in the amount of \$28.00 to cover the requisite filing fee. Please accept for recordation one counterpart, stamp the remaining counterparts with your recordation number, and return them to the bearer of this letter along with your fee receipt addressed to the undersigned.

Thank you for your consideration in this matter.

Sincerely,



Andrew B. Kolesar III
An Attorney for Dairyland
Power Cooperative

Enclosures

RECORDATION NO. 10769-H FILED

FEB 07 '02

1-54 PM

PARTIAL RELEASE of LIEN SURFACE TRANSPORTATION BOARD

Partial Release of Lien, dated as of February 4, 2002, is made by the United States of America, acting through the Administrator of the Rural Utilities Service ("RUS"), successor to the Administrator of the Rural Electrification Administration, by National Rural Utilities Cooperative Finance Corporation, and by U.S. Bank Trust National Association, formerly named First Trust New York, National Association, as Trustee (collectively, "Mortgagees"), to Dairyland Power Cooperative ("DPC").

WHEREAS, DPC has heretofore executed certain mortgage notes and in order to secure those notes has executed and delivered to Mortgagees certain security instruments, as more particularly described in Schedule A to this Partial Release (the "Security Instruments"); and

WHEREAS, DPC has requested that certain railroad cars no longer actively used in DPC's business, as more particularly described in Schedule B to this Partial Release, (the "Property") be released by Mortgagees from any liens of the security interests previously granted by DPC to Mortgagees to enable the Property to be sold and the proceeds from that sale to be applied to the DPC construction fund trustee account.

NOW, THEREFORE, for consideration given to Mortgagees, the receipt of which is acknowledged, Mortgagees hereby release and discharge unto DPC and its successors and assigns, all right, title, interest, claim, or demand whatsoever acquired by and through the Security Instruments, or any of them, in and to the Property described above, and do hereby quitclaim the Property unto DPC, its successors and assigns forever.

TO HAVE AND HOLD said Property forever, free, clear and discharged of and from any and all liens and claims of the Mortgagees under and by virtue of the Security Instruments or other security interests previously granted by Mortgagor to Mortgagees.

THIS PARTIAL RELEASE is made by Mortgagees and accepted by DPC, its successors and assigns, on the express condition that it shall not in any way affect or impair the liens and security interest of the Security Instruments (or other security interests previously granted by Mortgagor to Mortgagees) upon other premises and property subject thereto and not expressly released hereby. This Partial release is made and accepted without covenant or warranty, express or implied, at law or in equity, and without recourse to Mortgagees, in any event or contingency.

IN WITNESS WHEREOF, UNITED STATES OF AMERICA, as Mortgagee, has caused this Partial Release to be signed in its behalf, NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION, as Mortgagee, has caused this Partial Release to be signed in its behalf, and U.S. BANK TRUST NATIONAL ASSOCIATION, formerly named First Trust of New York, National Association, Trustee, as Mortgagee, has caused this Partial Release to be signed in its behalf, all as of the day and year first above written.

UNITED STATES OF AMERICA

By: Doris A. Nolte

for Administrator
of the
Rural Utilities Service

Executed by United States of America,
Mortgagee, in the presence of:

Karen Galis

Cheryl D. Black
Witnesses.

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION

By: [Signature]
RONIT KIMBROUGH

(SEAL)

Attest:

[Signature]
Title: ASSISTANT SECRETARY-TREASURER
ELIZABETH S. AGUIRRE

Executed by National Rural Utilities Cooperative
Finance Corporation, Mortgagee, in the presence of:

[Signature] **DAVID FARRELL**

[Signature] **KRISHNA S. MURTHY**
Witnesses.


U.S. BANK TRUST NATIONAL ASSOCIATION,
formerly named First Trust of New York,
National Association, Trustee, Mortgagee,

By: [Signature]
Its: **Vice President**

(SEAL)

[Signature]
Attest: **Geraldo Cruz**

Executed by U.S. Bank Trust National Association,
Mortgagee, in the presence of:

Alysia Rodriguez
Alysia Rodriguez
Doris Ware
Witnesses:  Doris Ware

DISTRICT OF COLUMBIA) SS

On this 25th day of JANUARY, 2002, personally appeared before me
DORIS A. NOLTE, who, being duly sworn, did say that She is the signed
for Administrator of the Rural Utilities Service, United States of America, an
agency of the United States of America and acknowledged to me that, acting under a delegation of
authority duly given and evidenced by law and presently in effect, she executed said instrument as the
act and deed of the United States of America for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have heretofore set my hand and official seal the day and year
last above written.

James F. Mothershed
Notary Public JAMES F. MOTHERSHED

(Notarial Seal)

My commission expires: June 14, 2004

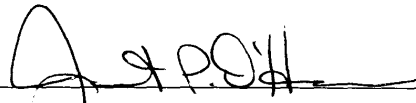
STATE OF NEW YORK)

)

) SS

COUNTY OF QUEENS)

On the 4 day of February, in the year 2002, before me, personally came Breanna Nasir to me known, who, being by me duly sworn, did depose and say that she resides in New York, New York, that she is Vice President of U.S. Bank Trust National Association, a corporation described in and which executed the above instrument, that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed by order of the board of directors of said corporation; and that she signed her name thereto by like order.



Notary Public

(Notarial Seal)

My commission expires: 11/3/2005

Janet P. O'Hara
Notary Public State of New York
No. 010H5087549
Qualified in Queens County
Commission Expires Nov 3, 2005

COMMONWEALTH OF VIRGINIA)SS

On this 31st day of January, 2002, before me appeared
RONIT KIMBROUGH, personally known, who, being by me duly
sworn, did say that they are respectively the ASSISTANT SECRETARY TREASURER of the
National Rural Utilities Cooperative Finance Corporation, a corporation, and that the seal affixed to the
foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and
sealed on behalf of said corporation by authority of a duly adopted resolution of its board of directors
as its voluntary act and deed, and they acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF I have heretofore set my hand and official seal the day and year last
above written.



Notary Public Lucia Karen Mora

(Notarial Seal)

My commission expires: 1-31-04

SCHEDULE A TO PARTIAL RELEASE

SECURITY INSTRUMENTS

1. Supplemental Mortgage and Security Agreement Dated as of July 15, 1977 made by and among Dairyland Power Cooperative, United States of America, and National Rural Utilities Cooperative Finance Corporation.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 10769

2. Supplement dated as of February 1, 1978, to Supplemental Mortgage and Security Agreement made by and among Dairyland Power Cooperative, United States of America, and National Rural Utilities Cooperative Finance Corporation.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 10769-A.

3. Supplement to Consolidated Mortgage and Security Agreement, dated as of July 1, 1997 made by and among Dairyland Power Cooperative, Mortgagor, and United States of America, National Rural Utilities Cooperative Finance Corporation, and First Trust of New York, National Association, Trustee, Mortgagees.

Surface Transportation Board Recordation No. 10769-B.

4. Acknowledgement of Continuing Mortgage Lien and Security Interest, executed July 18, 1997, by Dairyland Power Cooperative, as Mortgagor.

Surface Transportation Board Recordation No. 10769-C.

5. Supplement to Consolidated Mortgage and Security Agreement, dated as of August 1, 1999, made by and among Dairyland Power Cooperative, Mortgagor, and United States of America and First Trust Company of New York, National Association, (now named U.S. Bank Trust National Association), Trustee, Mortgagees.

Surface Transportation Board Recordation No. 10769-D.

6. Consolidated Mortgage and Security Agreement, dated as of February 10, 1993, made by and among Dairyland Power Cooperative, Mortgagor, and United States of America, National Rural Utilities Cooperative Finance Corporation, and Morgan Guaranty Trust Company of New York, Trustee, Mortgagees.

Interstate Commerce Commission/Surface Transportation Board Recordation No. 18312.

SCHEDULE B TO PARTIAL RELEASE

PROPERTY RELEASED

Forty-three (43) ACF Coalveyor steel gondola coal cars of 4,240 cubic foot, 105 -ton nominal capacity, built in 1979, bearing reporting marks listed below.
The A.A.R. designation of the cars is J312 (GT).

Reporting Marks:

DAPX 6	DAPX 110
DAPX 20	DAPX 113
DAPX 21	DAPX 118
DAPX 24	DAPX 120
DAPX 26	DAPX 124
DAPX 31	DAPX 126
DAPX 43	DAPX 131
DAPX 44	DAPX 141
DAPX 45	DAPX 148
DAPX 48	DAPX 164
DAPX 52	DAPX 171
DAPX 54	DAPX 175
DAPX 57	DAPX 194
DAPX 65	DAPX 199
DAPX 66	DAPX 211
DAPX 71	DAPX 217
DAPX 92	DAPX 228
DAPX 103	DAPX 230
DAPX 104	DAPX 234
DAPX 107	DAPX 235
	DAPX 236
	DAPX 222
	DAPX 238